

*Handwritten signature: Elias C. Alvord*

*Handwritten signature: Counterparts*

RECORDATION 20523-A, B  
JAN 30 1997 - 1 20 PM

ALVORD AND ALVORD  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

January 30, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies each of two Bills of Sale, dated as of January 29, 1997, secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Bill of Sale filed with the Board under Recordation Number 20523.

The names and addresses of the parties to the enclosed documents are:

Seller: Southern Illinois Railcar Company  
One Mark Twain Plaza  
Edwardsville, Illinois 62025

Buyer: NorRail, Inc  
308 12th Avenue South  
Buffalo, Minnesota 55314

A description of the railroad equipment covered by the enclosed documents is:


47 railcars and 97 railcars all bearing TILX reporting marks and road numbers set forth on Schedule I attached to each Bill of Sale

Mr. Vernon A. Williams  
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Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/bg  
Enclosures

RECORDED 20523-B  
JAN 30 1997

Bill of Sale

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Southern Illinois Railcar Company (the "Seller") does hereby sell, assign and transfer unto Norail, Inc. (the "Buyer"), and its successors and assigns, the railcars as described in Exhibit A attached hereto (the "Railcars").

The Seller, for itself and its successors and assigns, hereby warrants that it has good and marketable title to the Railcars and that the Seller's title thereto is free from all liens and encumbrances and covenants and agrees with Norail to warrant and defend title to the Railcars hereby sold against all and every person whomsoever.

This Bill of Sale is being delivered in connection with Sale Agreement No. 1718 dated as of January 17, 1997 (the "Sale Agreement") between the Seller and the Buyer. EXCEPT FOR THE WARRANTY OF TITLE SET FORTH IN THIS BILL OF SALE AND THE REPRESENTATIONS AND WARRANTIES SET FORTH IN SECTION 5(i) OF THE SALE AGREEMENT, THE RAILCARS ARE BEING SOLD TO BUYER BY THE SELLER ON AN, "AS IS", "WHERE IS" BASIS WITH ALL FAULTS, WITHOUT WARRANTIES (EXCEPT AS PROVIDED IN SECTION 5(i) OF THE SALE AGREEMENT) EXPRESS OR IMPLIED, INCLUDING THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 29TH day of January, 1997.

SOUTHERN ILLINOIS RAILCAR COMPANY

By: 

Its: VICE PRESIDENT

# SCHEDULE 1

## Car Number

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TILX001450  
TILX001454  
TILX001463  
TILX001503  
TILX001506  
TILX001525  
TILX001539  
TILX001540  
TILX001543  
TILX001636  
TILX001643  
TILX001645  
TILX001646  
TILX001651  
TILX001658  
TILX001662  
TILX001810  
TILX001828  
TILX001830  
TILX001849  
TILX001863  
TILX001867  
TILX001868  
TILX001877  
TILX001881  
TILX001895  
TILX001905  
TILX001921  
TILX001927  
TILX001937  
TILX001942  
TILX001951  
TILX001952  
TILX001954  
TILX001958  
TILX001959  
TILX001993  
TILX001996  
TILX002001  
TILX002004  
TILX500101  
TILX500144  
TILX500146  
TILX500156  
TILX500161  
TILX500169

## Car Number

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TILX500190  
TILX500211  
TILX500226  
TILX500294  
TILX500308  
TILX500340  
TILX500343  
TILX500376  
TILX500400  
TILX500402  
TILX500429  
TILX500447  
TILX500450  
TILX500451  
TILX500482  
TILX500483  
TILX500485  
TILX500502  
TILX500515  
TILX500521  
TILX500523  
TILX500535  
TILX500540  
TILX500565  
TILX500654  
TILX500684  
TILX511165  
TILX511167  
TILX511168  
TILX511171  
TILX511173  
TILX511175  
TILX511177  
TILX511178  
TILX511180  
TILX511181  
TILX511182  
TILX511194  
TILX511195  
TILX511201  
TILX511205  
TILX511208  
TILX511467  
TILX511482  
TILX511525  
TILX511543  
TILX511691

## Car Number

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TILX511695  
TILX511698  
TILX511701  
TILX511709

STATE OF ILLINOIS, COUNTY OF MADISON TO WIT:

On this \_\_\_\_\_ day of \_\_\_\_\_, 1997, before me personally appeared Gary J. Goodman to me personally known, who being by me duly sworn, says the he is the Vice President of Southern Illinois Railcar Company, an Illinois corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Witness my hand  
and Official Seal:



Janice A. Tweedy

Notary Public

My Commission expires: February 23, 2000